

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION**

EBRAHIM SHANEHCHIAN, Individually  
And on Behalf of All Others Similarly  
Situated,

Plaintiff,

vs.

MACY'S, INC. *et al.*,

Defendants.

Case No. 1:07-cv-00828-SAS-SKB

Judge S. Arthur Spiegel  
Magistrate Judge Stephanie K. Bowman

**PLAINTIFFS' MOTION FOR  
PRELIMINARY APPROVAL OF CLASS ACTION SETTLEMENT**

Plaintiffs hereby move the Court for entry of an Order: (1) preliminarily approving the Class Action Settlement Agreement executed on November 14, 2012; (2) approving the form and method for providing notice of the settlement to the Class members; and (3) scheduling a final settlement hearing (the "Order For Notice and Hearing").

The parties in this litigation, following extensive negotiation, have reached a settlement providing, *inter alia*, the payment of \$8.5 million to the class (hereinafter described (the "Settlement")<sup>1</sup> as embodied in the Class Action Settlement Agreement ("Settlement Agreement") contemporaneously filed herewith. In connection therewith, the parties move for an order:

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<sup>1</sup> Capitalized terms used herein, if not otherwise defined, shall have the same meaning as set forth in the Settlement Agreement.

- a. certifying a class under Federal Rule of Civil Procedure 23(b)(1) on behalf of all participants in or beneficiaries of the Macy's, Inc. Profit Sharing 401(k) Investment Plan and the May Department Stores Company Profit Sharing Plan at any time from February 27, 2005 through and including July 24, 2012, whose accounts included investments in Macy's Company Stock Fund. The Class specifically excludes Defendants, members of the Defendants' immediate families and all current officers and directors of Macy's;
- b. preliminarily approving the Settlement;
- c. directing that notice of the Settlement be disseminated to the Class in the proposed forms attached to the Settlement Agreement as Exhibits 1,2, and 3 to Exhibit A;
- d. scheduling a Fairness Hearing to determine:
  - (i) whether final approval shall be given to the Settlement as fair, reasonable and adequate to the Settlement Class under Federal Rule of Civil Procedure 23(e);
  - (ii) whether the application(s) of Co-Lead Counsel for attorneys' fees and expenses shall be approved under Federal Rule of Civil Procedure 23(h);
  - (iii) whether incentive awards shall be paid to the Class Representatives and plaintiff Shanehchian; and
  - (iv) whether to approve the proposed plan of allocation.

The parties offer for the Court's consideration the following proposed schedule of dates for the various events leading up to and including the Fairness Hearing:

- a. Fairness Hearing: 112 days or 16 weeks after entry of the Order For Notice and Hearing;
- b. Date of mailing the Mail Notice to the Class: within 21 days after entry of the Order For Notice and Hearing;
- c. Date for publication of the Summary Notice: within 35 days of mailing of the Mail Notice;
- d. Deadline for filing papers in support of the proposed settlement and the application of Co-Lead Counsel for attorneys' fees and expenses and case contribution awards: 21 days in advance of the deadline to file objections; and
- e. Deadline for members of the Class to file any objections: 91 days after entry of the Order for Notice and Hearing.

The proposed settlement confers a substantial benefit on the class as detailed in the accompanying Memorandum of Law and merits the Court's preliminary approval. The manner of notice should also be approved under Federal Rule of Civil Procedure 23(e)(1).

WHEREFORE, for the reasons set forth above, this Court should enter the [Proposed] Order For Notice and Hearing, a copy of which is attached hereto as Exhibit A.

Dated: November 14, 2012

/s/ Stephen E. Imm

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*Attorneys for Lead Plaintiffs  
and the Certified Class*

**CERTIFICATE OF SERVICE**

I hereby certify that the foregoing was served on the following counsel of record on November 14, 2012 by electronic mail through the Court's CM/ECF system:

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*/s/ Stephen E. Imm*  
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